

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

STEPHEN SULLIVAN, WHITE OAK FUND L.P,
CALIFORNIA STATE TEACHERS'
RETIREMENT SYSTEMS, SONTERRA
CAPITAL MASTER FUND, LTD., FRONTPOINT
PARTNERS TRADING FUND, L.P. AND
FRONTPOINT AUSTRALIAN OPPORTUNITIES
TRUST on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

BARCLAYS PLC, et al.,

Defendants.

Docket No. 13-cv-02811 (PKC)

ECF Case

DECLARATION OF MARK CHAMBERS

I, Mark Chambers, declare and state as follows under penalty of perjury:

1. I am Deputy Group Company Secretary for HSBC Holdings plc.
2. In my capacity as Deputy Group Company Secretary for HSBC Holdings plc, I have personal knowledge of the matters set forth herein and believe them to be true and correct based on: (a) my work for HSBC Holdings plc, and (b) my review, or someone else's review at my direction, of relevant business records.
3. HSBC Holdings plc is a public limited company, incorporated under the laws of England and Wales, with its registered office in London, England.
4. HSBC Holdings plc is not incorporated in New York or in any other state in the United States.
5. HSBC Holdings plc currently has no offices, branches, or other regular place of business in New York or in any other state in the United States, and did not have any offices,

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branches or other regular places of business in New York or in any other state in the United States from the beginning of the putative class period (June 1, 2005) until present.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed in LONDON on October 12, 2015.



MARK CHAMBERS
Deputy Group Company Secretary
HSBC Holdings plc